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| CT CORPORATION SYSTEM  | M  | Ennn                                       |                               | 3 <b>*</b> ======= |
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| Requestor's Name<br>660 East Jefferson S   | treet  | -02/16/9901066022<br>-02/16/9901066022<br> |                               |                    |
| Address<br>Tallahassee, FL 323   |  | 5000                                       | 9077708                       | 35 <u>-</u> 3      |
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| ( ) Limited Liability ( Foreign  | · · · · · · · · · · · · · · ( ) Dissolut   | ion/Withdrawal                             | () Mark မွ                    | c Filing           |
| () Limited Partnership<br>() Reinstatement   | * () Annual<br>() Reserva  | Report<br>ation_                           | () Change C                   | it H.A.            |
| () Certified Copy  | () Photo C   |  | () CUS                        |                    |
| () Call When Ready Walk in () Mail Out   | () Call if P   |  | () After 4:30<br>Pick Up      | <u></u>            |
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| Document<br>Examiner   | 2/16   | יניים יוד                                  | TO<br>REY D. BUTTE            |                    |
| Updater  | 9 FESTE PM 1:17  <br>MOTTANDY JUNEON AUTORION  |  |                               |                    |
| Verifier<br>Acknowledgment   |  |  |                               |                    |
| W.P. Verifier  |  |  |                               | : ***              |

### APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

| (Na<br>abi            | lydaar Software Corporation ame of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION breviations of like import in language as will clearly indicate that it is a corporation instead of a na partnership if not so contained in the name at present.)   | ", or words or<br>atural person |
|-----------------------|---|---------------------------------|
| 2. N                  | Forth Carolina 3. 1638373   |                                 |
| (Si                   | tate or country under the law of which it is incorporated) (FEI number, it  | i applicable)                   |
| <b>4</b> . <u>ர</u>   | (Date of incorporation)  5. Perpetual (Duration: Year corp. will cease to exist or  | "perpetual")                    |
| 6.<br>(D              | 7-21-97<br>ate first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))  | Е                               |
| 7. <u>_2</u>          | 2101 Rexford Road, Suite 250W, Charlotte, North Carolina 28211  | 98525.78<br>1.<br>38525.78      |
|                       | (Current mailing address)   | STATE STA                       |
| (P                    | Any lawful business Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  | <u>3</u> ≅∏<br>5                |
| 9. N                  | Name and street address of Florida registered agent:  |                                 |
| -                     | Name: C T Corporation System  | -                               |
|                       | C/o C T Corporation System, 1200 South Pine Office Address: Island Road   | - · ·                           |
|                       | Plantation , Florida, 33324 (Zip Code)  | -                               |
| Havi<br>desi<br>furth | Registered agent acceptance: ing been named as registered agent and to accept service of process for the above stated corporated in this application. I hereby accept the appointment as registered agent and agree to act and agree to comply with the provisions of all statutes relative to the proper and complete perform I am familiar with and accept the obligation of my position as registered agent.  C T Corporation System | in this capacity.  I            |
| / <b>-</b> -          | (Registered agent's signature) (Officer)  Jennifer F. Aultman, Asst. Secy.  (Type Name and Title of Officer)  | -                               |

(FL - 2189 - 11/16/94)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
- 12. Names and addresses of officers and/or directors:

#### A. DIRECTORS

| Chairman: _                                   | Robert F. Gruder                       |  |  |  |  |
|---|--|--|--|--|--|
| Address: _                                    | 2101 Rexford Road, Suite 250W          |  |  |  |  |
|   | Charlotte, North Carolina 28211        |  |  |  |  |
| Director:<br>VicexChainnen: Thomas J. Dudchik |  |  |  |  |  |
| Address:                                      | Address: 2101 Rexford Road, Suite 250W |  |  |  |  |
|   | Charlotte, North Carolina 28211        |  |  |  |  |
| Director:                                     | J. Alex McMillan                       |  |  |  |  |
| Address:                                      | 2101 Rexford Road, Suite 250W          |  |  |  |  |
|   | Charlotte, North Carolina 28211        |  |  |  |  |
| Director:                                     | V. Hollis Scott                        |  |  |  |  |
|   | 2101 Rexford Road, Suite 250W          |  |  |  |  |
| _   | Charlotte, North Carolina 28211        |  |  |  |  |
| OFFICERS                                      |  |  |  |  |  |
| President:                                    | Frank G. Milligan                      |  |  |  |  |
| Address:                                      | 2101 Rexford Road, Suite 250W          |  |  |  |  |
|   | Charlotte, North Carolina 28211        |  |  |  |  |
| Vice President: Thomas J. Dudchik             |  |  |  |  |  |
| Address:                                      | 2101 Rexford Road, Suite 250W          |  |  |  |  |
| _   | Charlotte, North Carolina 28211        |  |  |  |  |
| Secretary:_                                   | V. Hollis Scott                        |  |  |  |  |
| Address: _                                    | 2101 Rexford Road, Suite 250W          |  |  |  |  |

Charlotte, North Carolina

28211

B.

| *                           | reasurer: N/A  |     |
|-----------------------------|--|-----|
|                             | Address:   |     |
| NOTE: If n<br>and/or direct | necessary, you may attach an addendum to the application listing additional offications. | ers |
| 13.                         | Frank Wellyan  |     |
| application)                | re of Chairman, Vice Chairman,/or any officer listed in number 12 of the                 |     |
| 14F                         | Frank G. Milligan President  |     |

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## ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

#### ADDITIONAL OFFICERS:

Chief Executive Officer:

Robert F. Gruder

Address:

2101 Rexford Road, Suite 250W Charlotte, North Carolina 28211

Chief Information Officer:

James F. Helm

Address:

2101 Rexford Road, Suite 250W Charlotte, North Carolina 28211

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# Department of The Secretary of State

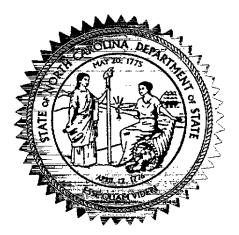
#### CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

#### ALYDAAR SOFTWARE CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of January, 1994, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of January, 1999.

Elaine J. Marshall

Secretary of State